APPENDIX.

Act No. 267.

AN ACT

(a) To prescribe the manner in which corporations of all kinds, except corporations engaged in banking and insurance in all of its forms, homestead, building and loan associations may be organized, the articles of incorporation amended and their conduct and management after organization.

(b) To fix their liabilities obligations and duties and the liabilities, obligations and duties of their officers and stockholders.

(c) To prescribe the manner in which their capital stock may be subscribed, the subscriptions enforced, and fixing the liabilities of subscribers to the stock and their transferees.

(d) To prescribe the manner in which the capital stock may be increased or decreased, the kind of stock which may be issued, the character of such stock, and how it may be transferred.

(e) To provide for the admission into the State of corporations formed in other States of the Union and elsewhere, and the liabilities, duties and obligations of such corporations when admitted into the State.

(f) To confer upon the courts of this State jurisdiction and authority over all matters connected with the organization, management, conduct, acts and dissolution of corporations, both domestic and foreign, and their officers, agents and employees.

(g) to confer upon the Secretary of State, the Attorney General and other officers of the State authority over all matters connected with the organization, management, conduct and other acts and the dissolution of corporations, both domestic and foreign, and their officers, agents and employees.

(h) To provide for the manner in which corporations and their officers, agents and employees may be served with legal process, and the manner in which they may be brought into court in the absence of such service, and to fix the venue of all suits against them, and to fix when prescription against corporation shall be interrupted.

(i) To impose an organization tax.

(j) To provide for the dissolution of corporations and the appointment of receivers and liquidators.

(k) To prescribe the accounts and statements which corporations and their agents and officers must render.

(l) To prescribe the fines and penalties which corporations, their officers and agents will incur for the violation of any of the provisions of this act, and how such fines and penalties shall be covered.

(m) To repeal certain sections of the Revised Statutes and Acts of the General Assembly, and to supersede provisions of articles of the Revised Code, Code of Practice, sections of the Revised Statutes and Acts of the Legislature in conflict with this act.

Section 1. Be it enacted by the General Assembly of the State of Louisiana, That three or more natural persons of full age or duly emancipated may, under this act, unite to form a stock corporation for any lawful business purpose, or purposes, except the business of banking and insurance in all of their several forms, and homestead, building and loan associations; provided, that where there are only three incorporators husband and wife can not be two of such incorporators.

Section 2. Be it further enacted, etc., That the articles of incorporation shall be executed by authentic act, in the English language, signed by each of the incorporators, or their duly constituted agents, and shall state:

(a) The name of the corporation, which shall not be the same nor so similar as to cause confusion with the name of any other domestic corporation or foreign corporation, ad-

mitted to do business in this State; and every corporation, except railroad, telegraph and telephone companies, having a capital stock, shall, after its name, use the word "Incorporated", or its abbreviation, "Inc.".

(b) The purpose, or purposes, for which it is formed. No public service corporation shall, however, include in its charter any purpose, or engage in any business not complementary or incidental to its primary purpose; provided, that corporations organized to manufacture and supply gas or electric light, traction and power, to furnish water, to manufacture ice and establish sewerage or drainage systems may combine one or more of the purposes mentioned in this proviso and those incidental thereto.

(c) The amount of capital stock, which shall not be less than five thousand dollars. Fifty per cent of the amount must be subscribed before the filing of the articles of incorporation, as provided in this act. Fifty per cent of all stock subscribed for must be actually paid in before the corporation engages in business, and the remainder, under penalty of dissolution, within twelve months thereafter; provided, that until the full amount subscribed for has been paid in, the corporation shall not incur liabilities in excess of the amount paid in; and, thereafter, it shall not incur unsecured liabilities greater than twice the amount of its fully paid-up capital and surplus. Until the entire amount of authorized capital stock has been subscribed and paid for, the Board of Directors, shall, on the first of each January and July, after organization, file in the office of the Secretary of State a statement signed and sworn to by the President and Secretary, showing the amount of stock actually subscribed and paid for. The articles of incorporation must also state what portion, if any, is preferred stock and in preference, in conformity with Section 4 of this act.

(d) The amount to which the capital stock may be increased.

(e) The number of shares of which the capital stock shall consist and their par value.

(f) The location of its domicile, which shall be within this State, where all meetings of the stockholders or directors must be held; provided, that with the written consent of all the directors valid meetings of directors may be held outside the State or within the State elsewhere than at its domicile.

(g) The period of duration.

(h) The number of its directors, which shall not be less than three, with the names and postoffice addresses of those, if any selected to serve for the first year, or until their successors are elected, and qualified.

(i) The names and postoffice addresses of the subscribers of the articles of incorporation and a statement of the number of shares of stock which each agrees to take in the corporation, and a description and value of the property, if any, to be given in exchange for such stock, as required by Section 3 of this act. Charters shall be published in a newspaper at the domicile of the corporation, once in a week, at least for thirty days, but it shall not be necessary to publish the names of the subscribers.

Upon the filing in the office of the Secretary of State of a certified copy of the articles of incorporation, together with evidence of its recordation in the office of the Recorder of Mortgages or Clerk of Court in the parish of the domicile, and proof by affidavit of at least two of the incorporators, that fifty per cent of the stock has been subscribed, as hereinbefore required, and after compliance with Section 3 of this Act, and after all taxes, fees and charges required by law shall have been paid, the Secretary of State shall issue a certificate of due incorporation; provided, that when said certificate shall have been finally issued, it shall have the same effect as if issued on the day the act of incorporation was executed, and such certificate, or a certified copy thereof shall be received in evidence in all courts of this State and shall be prima facie proof of the legal creation and existence of such corporation.

Section 3. Be it further enacted, etc., That where subscriptions to the capital stock of a corporation organized

under this act consist, in whole or in part, of property or good will, there must appear in, or be annexed to, the articles of incorporation and be read in connection therewith, an accurate detailed and itemized description of such property, as to amount, location, extent, character and state of improvement, together with a statement of its value as appraised by the directors, and a statement of the value placed upon any good will included in the capital stock.

If the giving of the property or good will in exchange for stock is made subsequent to incorporation, a similar description and appraisement must be filed in the office of the Secretary of State, and in the office of the Clerk and Ex-Officio Recorder of Mortgages in the parish of its domicile, within ten days after the subscription. Stock so issued shall, in the absence of fraud, be fullpaid stock. The right to inquire into or recover for unpaid subscriptions to stock resulting from alleged excessive values placed on property, exchanged therefor, shall be prescribed by five years from the date on which the property was transferred to the corporation.

Section 4. Be it further enacted, etc., That every corporation organized under this act shall have power to create two or more kinds of stock, of such classes, with such designations, preference and voting powers or restrictions or qualifications thereof, as shall be stated and expressed in the articles of incorporation, or in any amendment thereof; and the power to increase or decrease the stock as in this act elsewhere provided, shall apply to all or any of the classes of stock in whole or in part; and such preferred stock may, if desired, be made subject to redemption, out of net profits or earned surplus, at a price not less than par, and the holders thereof shall be entitled to receive, and the corporation shall be bound to pay thereon, dividends at such rates and on such conditions as shall be stated in the original or amended articles of incorporation, and such dividends may be made payable before any dividends shall be set apart on the common stock, and such dividends may be made cumulative.

Section 5. Be it further enacted, etc., That every corporation organized under this act shall pay to the State Treas-

urer a tax of one-twentieth of one per cent upon the amount of capital stock which the corporation is authorized to have, and a like tax on any subsequent increase; provided, that no incorporation tax on the original capital or increase thereof shall be less than $10.00.

Section 6. Be it further enacted, etc., That every corporation may, at a meeting of the stockholders, duly called for the purpose, by the vote of two-thirds of all its stock, amend its articles of incorporation in any manner conformable to the provisions of this act, including the increase or decrease of capital stock.

Provided, however, that the objects and purposes of incorporation shall not be changed, and the capital stock shall not be increased to more than the maximum permitted in the original act of incorporation, nor decreased to an amount less than the corporation indebtedness. A change in objects and purposes may, however, be voted by all stock theretofore issued, and an increase of the capital stock in excess of the amount originally named as the sum to which the capital may be increased may be made by three-fourths of all its outstanding stock.

A certificate of amendment shall be executed and filed in the same manner as the original articles of incorporation.

Section 7. Be it further enacted, etc., That every corporation shall have power:

(a) To invest its Board of Directors with all corporate powers subject to such restrictions as may be named in the charter.

(b) To have succession by its corporate name for the time stated in its articles of incorporation.

(c) To sue and be sued by its corporate name in any court of competent jurisdiction.

(d) To make and use a common seal and alter the same at pleasure.

(e) To acquire property by grant, gift, purchase, and to devise or bequest; to lease, hold and dispose of, and to

mortgage and pledge the same, all subject to such limitations as may be prescribed by law.

(f) To appoint such officers and agents as the business of the corporation may require, and to fix their compensation, having due regard to the nature, character and value of their services.

(g) To make by-laws, not inconsistent with any existing law, fixing or altering the management of its property, the regulation and government of its affairs and the manner of the certification and registration of its stock.

(h) To wind up and dissolve itself, or to be wound up and dissolved in the manner hereinafter prescribed.

(i) To conduct business in this State, other States, the Federal districts, the Territories and possessions of the United States, and in foreign countries.

(j) Corporation may hold stock in other corporations, and the capital stock of one corporation may be issued for capital stock in other corporations; provided, however, that no corporation shall be permitted to vote more than ten per cent of the capital stock of any other corporation, and whenever a given per cent of the stock is required for any purpose, such per cent shall be calculated on the total amount of outstanding stock entitled to vote.

Section 8. Be it further enacted, etc., That except as may hereinafter be otherwise provided, the stock of every corporation organized under this act, shall be represented by certificates and shall be personal property. The form of the certificates shall be determined by the directors and signed by the President or Vice President and the Secretary and sealed with the seal of the corporation, if one has been adopted, and shall be transferable as prescribed by law.

Section 9. Be it further enacted, etc., That subscriptions to the capital stock of a corporation shall be paid at such times and in such installments as the Board of Directors may direct, unless otherwise provided by this act. If default be made in the payment of any installment, the Board of Directors may sue and recover the unpaid balance of the subscription, together with a reasonable attorney's fee.

Section 10. Be it further enacted, etc., That stockholders' meetings for the election of directors shall be held annually, as provided in the charter, at the domicile of the corporation, and notice thereof must be delivered, personally or by depositing in the postoffice, properly addressed, to each stockholder, at least fifteen days before such meeting. At least two days before said meeting, a complete list of the stockholders entitled to vote, shall be open to inspection by the stockholders at the place of said meeting.

Other stockholders' meetings may be held when ordered by the Board of Directors or the holders of 25 per cent of the outstanding stock. Notice of all stockholders' meetings, other than adjourned meetings, shall be given in the manner prescribed for stockholders' meetings for the election of Directors,—unless otherwise prescribed in the charter of the corporation or unless such notice be waived by unanimous consent; provided, that no notice is required where a meeting is adjourned to a given day.

Where the first Board of Directors is not named in the charter, it shall provide the place and the date when the organization is to be perfected, and a meeting for that purpose must be held not more than thirty days after the adoption of the act of incorporation. At that meeting the Directors shall be elected. The first meeting of the Board of Directors shall be held and their names and postoffice addresses filed with the Secretary of State within ten days after the execution of the act, when they are named therein.

Section 11. Be it further enacted, etc., That each stockholder shall, at every stockholders meeting, be entitled to one vote, in person or by written proxy, for each share of the capital stock held by him, or he may send his vote by letter, the signature of which must be acknowledged before a Notary Public or other officer authorized to take affidavits. The stockholders shall have the right of cumulative voting in the elections of officers or diretcors, where the charter as originally adopted, or as amended confers it. Provided, however, where the right of cumulative voting is given by the charter, it shall not be taken away, except by a vote of all the outstanding stock.

Shares of the capital stock of the corporation belonging legally or equitably to the corporation shall be not voted, either directly or indirectly.

Section 12. Be it further enacted, etc., That every subscriber to the capital stock of a corporation, though not a holder, shall be personally liable to the creditors of the corporation to an amount equal to the unpaid balance on the stock, for which he has subscribed. Transferees shall not be liable unless it be shown that the stock was acquired with knowledge of the conditions which would make the subscriber liable; where both subscriber and transferee are liable, the liability shall be insolido, and the liability shall continue as to both, after any disposal of the stock.

No stockholder shall ever be held liable or responsible for the contracts or faults of a corporation in any further sum than as above provided, nor shall any mere informality in organization have the effect of rendering a charter null or exposing a stockholder to any liability other than as above provided.

Section 13. Be it further enacted, etc., That except in case of insolvency or bankruptcy proceedings, and except as provided in Section 9 of this Act, no action to recover an unpaid balance of stock subscriptions shall be brought against any stockholder until judgment has been recovered against the corporation and an execution returned unsatisfied in whole or in part.

Section 14. Be it further enacted, etc., That the business of every corporation organized under this act shall be managed by a board of not less than three directors, each of whom shall own in his own right, at all times during the term of office, at least one full-paid and unpledged share of the capital stock, which fact shall be shown by written declaration. They shall be elected at the first stockholders' meeting, and annually thereafter, and shall hold office until their successors are respectively chosen, and qualified.

Section 15. Be it further enacted, etc., That the directors shall elect from their number a president, and may elect one or more vice-presidents; they shall also elect a secretary and a treasurer, and may combine these two officers in one

person. They may appoint other agents and employees, who shall, respectively, have such power and perform such duties as may be prescribed by the by-laws, and who may be removed at the pleasure of the directors. They shall also have power to fill any vacancy in their number.

Section 16. Be it further enacted, etc., That the president, vice-president, or manager of any corporation organized under the laws of Louisiana, or of a foreign corporation, doing business in this State, shall have the power in the name and in behalf of the corporation to authorize the institution of any suit and other legal proceedings, and no exception of want of authority shall lie on the part of any defendant. They shall have authority to direct the issuance of conservatory writs; the bonding of property in custodia legis, without other general or special power from the Board of Directors of such corporation. Such person, or persons, are also authorized by and on behalf of said corporation to execute in its name any bond, or bonds, in connection with any legal proceedings where it is a party plaintiff, defendant, intervenor, third opponent or otherwise interested, and to make any affidavit required by law or the rules of the court; and such acts by the person, or persons, designated in this section, shall have the same force and effect as the act of the corporation itself and be binding upon it; provided, however, that the authority and powers herein conferred upon said officers, may be modified, limited or denied to them by the charter or by-laws or the corporation or by resolution of the board of directors. Such by-laws or resolution to effect the purpose must, however, be placed of record at the domicile of the corporation in the office where the charter is recorded.

Section 17. Be it further enacted, etc., That if stock be issued for property in violation of the provisions of this act, or if any dividend or other distribution of the assets be made other than from net profits, or if a reduction of capital be made under the guise of a loan to stockholders, or if any report or statement or public notice shall not be made as required by law, or if made, shall be false in any material representation, the directors of such corporation voting or assenting thereto shall be jointly and severally

liable to the creditors of the corporation for any loss or damage arising therefrom, and in the case of reports, statements, and public notices required by law, the officers shall be jointly and severally liable with the directors, as provided above; provided, however, that if the knowledge required for the making of any statement or report prescribed by this section, be not practically obtainable, the officer or director making it shall not be liable as herein set out.

Section 18. Be it further enacted, etc., That the courts shall have jurisdiction over the directors, managers, trustees and other officers of a corporation organized, or admitted to do business, in this State under this Act.

(a) To compel such directors, managers, trustees and other officers to account for their management and disposition of the funds, property and business committed to their charge.

(b) To order, decree and compel payment by them to the corporation which they represent, and to its creditors, of all sums of money and all the value of all property which they may have acquired to themselves, or transferred to others, or may have lost or wasted by any violation of their duties or abuse of their powers.

(c) To suspend any director, trustee, or other officer from exercising his office whenever it shall appear that he has abused his trust.

(d) To revise and regulate the salaries and compensation paid officers and agents, when the salary or compensation paid have not been fixed with due regard to the nature, character and value of their services.

(e) To remove any such director, trustee or other officer upon proof or conviction of gross misconduct.

(f) To direct, if necessary, new elections to be held by the body of stockholders or Board of Directors duly authorized for that purpose, to supply any vacancy, created by such removal, and at such election no person so removed or suspended shall be eligible as a director, trustee or other officer to such company.

(g) To restrain and prevent any fraudulent alienation of property of the company by said directors, trustees or other officers, in cases where it may be threatened, or there is good reason to apprehend, that it is intended to be made.

Section 19. Be it further enacted, etc., That creditors of the corporation holding not less than ten per cent of its liabilities and stockholders holding not less than ten per cent of its stock may sue to effect any of the objects set out in Section 18 of this act; provided however, that neither creditors nor stockholders may institute such suit, unless they were either creditors or stockholders at the time the cause of action arose.

Section 20. Be it further enacted, etc., That no corporation shall issue stock or bonds except for labor done or money or property actually received, and all fictitious issues of stock shall be void and any corporation issuing such fictitious stock shall forfeit its charter.

Section 21. Be it further enacted, etc., That every corporation organized under the laws of this State shall, annually, within thirty days after the time fixed for the annual meeting of the stockholders, file with the Secretary of State a report made and verified by the president or vice-president, the secretary or assistant secretary of the corporation. The report shall state:

(a) The amount of its authorized capital stock and the amount actually issued and outstanding, and whether fully paid or not, and if not, what proportion is fully paid;

(b) The names and addresses of the officers and directors of the company;

(c) The nature and character of the business carried on by the corporation;

(d) The city and street address of its domiciliary office in the State of Louisiana.

If any report be not made and filed as prescribed in this section, either or both of such officers, who shall thereafter neglect or refuse to make and file such a report within

fifteen days, after written request so to do, shall have been made by the Secretary of State shall be under penalty of $50, recoverable by the Attorney General or the District Attorney of the parish wherein the corporation has its domicile or main office, for the use and benefit of the State every day the officer, or officers, shall so neglect or refuse to make and file the statement hereinabove described. Every corporation organized under the laws of this State, and every foreign corporation doing business in this State, shall, once in every calendar year, upon request of any stockholder of record send to such stockholder by mail, addressed to his last known postoffice address, a report made and verified by the president or vice-president and secretary or assistant secretary, containing information of the following subjects, as shown in the last annual report of the company.

(a) The amount of its authorized capital stock, and the proportions actually outstanding and paid for;

(b) The amount, nature, and character of its debts, showing the amount secured and unsecured;

(c) The amount, nature and character of its assets;

(d) The names and addresses of all directors and all officers of the company.

If either or both of such officers shall neglect or refuse to make and mail or deliver to such stockholder, within fifteen days after the written request by the stockholders so to do, they shall be under a penalty of fifty dollars ($50.00) recoverable by such stockholder, for every day such officer or officers shall so neglect or refuse to make and mail or deliver the statement hereinabove described.

Section 22. Be it further enacted, that any domestic or foreign corporation (other than corporations reporting to the Railroad Commission) operating public utilities in this State under a franchise granted by the State, or any parish or municipal corporation, shall in the statement prescribed by the preceding section, state further:

(a) Its receipts during the preceding calendar year.

(b) Its disbursements.

The latter shall state separately the amounts spent for:

1. Maintenance and improvement of its plant and property.

2. Extensions and increase of the plant and property.

3. Salaries and wages.

4. Interest on bonds or other debts.

5. Dividends on stock.

6. Taxes of all kinds.

7. Materials and supplies used in the manufacture of any product during the preceding year.

8. All expenses other than those above enumerated.

9. Number of officers and employees of all kinds.

Corporations of the class mentioned in this section shall file their report between the first of January and the first of April of each year. The failure to so make the report prescribed by the preceding section and containing the information and statements prescribed in this section, shall subject a corporation to a penalty of two hunldred and fifty dollars ($250.00) and twenty-five dollars in addition thereto for every day that it fails to file the report after the expiration of the month of March. The Attorney General, in the name and in behalf of the State, may sue to recover the penalty in any court of competent jurisdiction, or he may instruct any District Attorney of the parish wherein the corporation has its domicile or main office, to bring such suit, and in addition to the recovery of the penalty, the delinquent corporation shall be condemned to pay to the prosecuting attorney a fee of ten per cent on the amount of the penalty which it may be condemned to pay.

Section 23. Be it further enacted, etc., That any corporation formed in any State, Territory or Federal district or possession of the United States, or any foreign country, shall be entitled to a certificate from the Secretary of State, authorizing it to exercise the same powers, rights and privileges as are accorded to similar domestic corporations organized under this act, upon filing in the office of the Secretary of State a certified copy of its certificate of incorporation and of its articles of incorporation; provided, however, that no certificate shall be granted to any foreign corporation having the same name or one so nearly resembling it as to be likely to deceive as that of any corporation already authorized to do business within this State. A foreign corporation so circumstanced may, however, add to its name some term which would distinguish it from the corporation already registered, and thereupon be permitted to register and engage in business.

Certified copies of any subsequent modification of the articles of incorporation or certificate of due incorporation, shall be filed in the same manner as hereinafter provided, and until so filed shall not be effective in this State. Copies of the documents on file with the Secretary of State, certified to by him, shall be prima facie evidence of due incorporation and of authority to do business in this State.

Section 24. Be it further enacted, etc., That any foreign corporation, or the agent of any foreign corporation, that shall establish any office or appoint a resident agent within the limits of this State, without having complied with the provisions of this act, contained in the preceding section as well as the provisions of existing laws relative to the designation of domicile and of an agent or agents for service of process, shall be guilty of a misdemeanor, and upon conviction thereof shall be fined not less than twenty-five dollars nor more than five hundred dollars for each offense, which sum may be recovered in a civil action against the agent or corporation or both, to be instituted by the District Attorney for and in behalf of the State, in any court of competent jurisdiction in any parish where the law is violated, and the agent failing to pay the fine may be imprisoned not less than three days nor more than four

months; provided, that nothing in this section or in this act contained shall apply to any foreign corporation engaged only in interstate or foreign commerce.

Section 25. Be it further enacted, etc., That service of all legal process on any corporation subject to the provisions of this act may be made in the following manner:

(a) On any officer designated in the charter as authorized to receive service, and upon any director of the corporation, or in the cases mentioned in paragraph (d) of this section, or the agent of the corporation in charge of the affairs of the corporation, at the place other than its domicile. This service may be made on the officer, director or agent wherever found.

(b) In case the officer, director or agent mentioned in paragraph (a) of this section cannot be found, this service may be made upon any other regularly employed officer, agent, or employee of the corporation over eighteen years of age, found in the domiciliarly office of the corporation, or in such other office as the corporation may maintain in the parish other than that of its domicile, where suit may be brought in such parish as provided in paragraph (d) of this section.

(c) In case service cannot be made as provided in either paragraph (a) or (b) of this section, the officer charged with the duties of making the service shall, after diligent effort, make return to the court, stating the efforts made by him to secure service and the reasons for his failure so to do, and thereafter the judge, or in the event of his absence from the Parish, the Clerk shall order service to be made on the Secretary of State, whose duty it shall be forthwith, to send by registered mail, addressed to the corporation at its last known domiciliary post office address, the originals of the papers served upon him, retaining in his office true copies thereof, upon which he shall note the date, manner and other particulars of the service and of the disposition of the originals;

(d) Where the corporation is engaged in business in more than one parish, the venue of the suit shall, at the option of

the plaintiff, be in the parish where the cause of action arose, or at the domicile of the corporation if the cause of action results from a trespass or an offense or quasi offense; but if the cause of action results from any other cause the venue of the action shall be in the parish where is or was located the particular office which had supervision of the transaction from which the cause of action arose or at the domicile of the corporation at the option of the plaintiff.

Section 26. Be it further enacted, etc., That service of all legal process on any foreign corporation subject to the provision of this act shall be made as follows:

(a) On any agent, or agents, which the corporation may have designated, in accordance with existing laws, as agent, or agents, for service or process. This service may be made wherever the agent, or agents, may be found;

(b) If the agent, or agents, mentioned in paragraph (a) of this section, cannot be found, then service may be made upon any regularly employed agent or employee of the corporation, over eighteen years old, in any office which the corporation may have established and maintains in this State;

(c) If the corporation, being one required by law to appoint and maintain an agent for service of process, has failed so to do, or such agent, if appointed, cannot be found, and said corporation has not established and maintained an office in the State, the officer charged with the duty of making the service, shall, after diligent effort, make a return to the court, stating the efforts made by him to secure service and the reasons for his failure so to do, and thereafter, the Judge, or in the event of his absence from the parish, the Clerk, shall order service to be made on the Secretary of State, whose duty it shall be forthwith to send, by registered mail, address to the corporation at its last known domiciliary post office address, the originals of the papers serviced upon them, retaining in his office true copies thereof, upon which he shall note the date, the manner and other particulars of the service and of the disposition of the originals;

(d) Where the corporation has established an office in a parish other than that where its agent for service of process resides, the venue of the suit shall, at the option of the plaintiff, be in either the parish where the cause of action arose, or in the parish of the residence of the corporation's agent for service of process, if the cause of action result from a trespass or an offense, or quasi offense, but if the cause of action result from any other cause, the venue of the action shall be in the parish where the agent for service of process has his residence, unless the act of transaction from which the cause of action arose was wholly transacted or completed in some other parish where said corporation had and maintained an office.

(e) To facilitate service of process on foreign corporations, the Secretary of State shall, annually, during the month of August in each year, make and deliver to the Clerks of the Several District Courts and to the Sheriffs of this State, printed certified lists giving in alphabetical order, the names of all foreign corporations which have complied with the provisions of this act, or which have appointed agents for service of process in this State, and also the names of such agents and the place, city, or town, and street designated as their domicile, or residence; and said Clerks and Sheriffs shall note thereon the date of receipt thereof, and shall keep the same for public inspection on file in their offices. For the purpose and to the extent of interrupting prescription, the person, or persons, so designated on said list, if served with process, shall be conclusively presumed to be an agent, or agents, for service of process of such corporation until the first day of September of the next succeeding year, any change or revocation of authority by the corporation to the contrary notwithstanding.

(f) In all of the foregoing cases the venue of the suit shall, at the option of the plaintiff, be either at the domicile of the corporation, or where it has its main office, or in the parish where the cause of action arose, if it result from a trespass or offense, or quasi offense; but if the cause of

action result from any other cause, the venue of the action shall be in the parish where is or was located the particular office which had supervision of the transaction from where the cause of action arose; or at the domicile of the corporation if the plaintiff, so elects.

Section 27. Be it further enacted, etc., That in all suits against corporations, whether foreign or domestic, all prescriptions against corporations shall be interrupted by the filing of the suit in the Court having jurisdiction of the action against the corporation.

Section 28. That whenever in the judgment of the Board of Directors it shall be deemed advisable, and for the benefit of such corporation, that it should be dissolved, the board within ten days after the adoption of a resolution to that effect, by a majority of the whole board, at any meeting called for that purpose, of which meeting each director shall have received at least three days notice shall cause notice of the adoption of such resolution to be mailed to each stockholder, together with a notice of a meeting of the stockholders to be held at the office of the corporation, to take action upon the resolution so adopted by the Board of Directors. The meeting of the stockholders shall be held at any hour fixed by the Board of Directors, between the hours of 10 o'clock in the forenoon and 3 in the afternoon of the day so named. On the day so appointed the meeting may, by consent of the majority in interest of the stockholders present, be adjourned from time to time, and if, any meeting original or adjourned, two-thirds in interest of all the stockholders of the corporation shall vote that a dissolution shall take place, a certified copy of such resolution, signed by the presiding officer and secretary of the meeting, shall be filed in the office of the Secretary of State, together with a list of the names and residences of the directors and officers, certified to by the president and secretary of the corporation. Thereupon, the Secretary of State, when satisfied by due proof that the requirements aforesaid have been complied with, shall issue a certificate that the foregoing documents have been filed. The corporation shall then stand dissolved and the board shall publish a notice of said dis-

solution not less than three times in a paper published in the parish of the corporation's domicile, and the corporation shall proceed to settle up and adjust its business and affairs.

Whenever all the stockholders shall consent, in writing, to a dissolution, no meeting or notice thereof shall be necessary; but on filing such consent in the office of the Secretary of State, he shall forthwith issue his certificate, and thereupon the matter shall be proceeded with as if the dissolution had taken place at a meeting called for the purpose.

Section 29. Be it further enacted, etc., That an action for any one or more of the causes mentioned here below may be maintained by the Attorney General, in the name and in behalf of the State, or by a stockholder or stockholders holding not less than twenty per cent of its stock, to procure a judgment dissolving the corporation and forfeiting its corporate rights and franchises or its license to do business within the State, if it be a foreign corporation, or for such other appropriate relief as the Court may deem proper in the premises, towit:

(a) Where the corporation is insolvent as evidenced by a return of no property found on execution or by a judgment or decree in insolvency proceedings, and in such case, a single creditor, in any amounts may act.

(b) Where without justifiable cause it has suspended its ordinary and lawful business for at least one year, and has no intention of resuming such business.

(c) Where it is a party to an illegal combination in restraint of trade.

(d) Where the law imposes the penalty of dissolution.

(e) Where it has failed to organize within the time limited by law.

(f) Where it has failed to maintain a domiciliary office.

(g) For gross and persistent acts ultra vires the corporate powers.

Provided, that no action for the causes set out in paragraphs (b), (c), (e), (f) and (g) shall be instituted until thirty days notice shall have been given the corporation to correct the specific act of which complaint is made.

Section 30. Be it further enacted, etc., That a corporation dissolved under this act shall be extinct in all respects as if its corporate existence had expired by limitation of its charter.

All corporations whether they expire by limitation or are otherwise dissolved, shall be continued as bodies corporate for the purpose of prosecuting and defending suits by or against them, and of enabling them to liquidate their affairs, to dispose of and convey their property and to divide their capital, but not for the purpose of continuing business for which they were established.

(a) Upon the dissolution in any manner of any corporation the stockholders shall elect from among their number one or more liquidators (which liquidators, if required by the holders of not less than twenty-five per cent of its stock, shall furnish bond not greater than the appraised value of the assets), with full power to settle its affairs, collect the outstanding debts, sell and convey the property, pay its debts and divide the remaining money and property among the stockholders. They shall have power to meet and act under the by-laws of the corporation, and under regulations to be made by a majority of said liquidators; to fix the price and prescribe the terms and conditions of the sale of such property and the manner in which the sale shall be made, and take notes and bonds, secured by mortgage or otherwise, for part of the purchase price for all or any part of said property; provided, however, that the rights here conferred upon the liquidators may be modified, changed or denied by a majority of the shares of the capital stock of the corporation.

(b) The liquidators shall have authority to sue for and recover the debts and property in the name of the corporation, and may be sued by the same name, and citation may be served upon any one of them, and they shall be liable in solido to any creditor or stockholder for the moneys and property of the corporation which shall come to their hands

or possessions as such liquidators, and for the proper application and distribution thereof.

(c) Where any corporation shall be dissolved in any manner whatever, any court of competent jurisdiction may, at any time, on application of any creditor, or stockholder, and for good reasons shown, order that the liquidators so appointed by the stockholders, shall qualify as judicial liquidators, and liquidate the affairs of said corporation under the orders and decrees of the court, and upon the failure or refusal of said liquidators so to do, the court may appoint one or more persons to be the receivers, of such corporation, to take charge of the estate and effects thereof, and to liquidate and settle the business and affairs of the company with such powers and duties as the court, by its orders and decrees, from time to time, may grant or impose.

Section 31. Be it further enacted, etc., That in this act, unless the contrary intention appears, the "capital stock" of a corporation is the aggregate amount of the funds paid in and due by the stockholders and subscribers to the capital stock of the corporation for the doing of business under its charter.

The privilege of "cumulative voting" shall mean that each stockholder shall be entitled to as many votes as shall equal the number of his shares of stock, multiplied by the number of directors to be elected, and he may cast all of such votes for one director, or may distribute them among any two or more of them, as he may see fit.

A "creditor" of a corporation is one who has a right by law to demand either presently, or upon some future contingency the fulfillment of any obligation or contract, not arising from an offense or quasi offense.

A "domestic corporation" is one formed under the laws of this State, or one formed under the laws of the United States and domiciled in this State. Every other corporation is a "foreign corporation."

An "incorpora[illegible]" is one of the subscribers of the articles of incorporation and to the capital stock.

"Shares of stock" is the right which the owner has in the management, profits and ultimate assets of the corporation.

A "stockholder" is the owner of a share of the capital stock.

The expression "transact any business within the limits of this State," includes every transaction in this State by the agents of a corporation which does not involve interstate or foreign commerce.

Section 32. Be it further enacted, etc., that corporations of the class contemplated in this act, organized before the adoption of this act, are hereby made subject to its provisions. And the remedies provided by this act shall be available, and enforceable as to existing and all future causes of action, in the manner and in the courts provided for by this act as to corporations to be hereafter formed under this act.

Section 33. Be it further enacted, etc., that the following sections of the Revised Statutes and Act of the General Assembly are hereby repealed:

Sections 683, 684, 685, 686, 687, 688, 690, 725, 740, 741.